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8209-J  
AUG 22 1995 11 31 AM  
RECEIVED  
OFFICE OF THE  
SECRETARY  
INTERSTATE COMMERCE COMMISSION

OF COUNSEL  
URBAN A. LESTER

August 22, 1995

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

0100745002  
\$21.00

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) copies of a Release and Satisfaction and Bill of Sale, dated August , 1995 , a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Conditional Sale Agreement duly filed with the Commission under Recordation Number 8209.

The names and addresses of the parties to the enclosed document are:

Trustee: Nations Bank (successor to American Security and  
Trust Company)  
1501 Pennsylvania Avenue  
Washington, DC 20005

Lessee: CSX Transportation  
500 Water Street  
Jacksonville, FL 32202

Owner: Cargill Leasing Corporation  
Lessor: 6000 Clearwater Drive  
Minnetonka, MN 55343

RECEIVED  
OFFICE OF THE  
SECRETARY  
AUG 22 11 31 AM '95  
LICENSING BRANCH

Counterpart -  
G.A.

Mr. Vernon A. Williams

August 22, 1995

Page 2

A description of the railroad equipment covered by the enclosed document is:

One Hundred eighty (180) railcars bearing reporting marks and road numbers CRR 57000 through CRR 57179.

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return three stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', written in dark ink.

Robert W. Alvord

RWA/bg

Enclosures



Interstate Commerce Commission  
Washington, D.C. 20423-0001

Office Of The Secretary

Robert W. Alvord  
Alvord and Alvord  
918 Sixteenth Street, NW.  
Suite 200  
Washington, D.C. 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/22/95 at 11:35 AM, and assigned recordation number(s). 8209-J.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

AUG 24 1995 11:25 AM

Counterpart No. 1

Of 4 Counterparts

EXHIBIT "A"

ICC RECORDATIONS: RELEASE

INSTRUMENT OF SATISFACTION, RELEASE AND BILL OF SALE dated as of August 17, 1995 among Cargill Leasing Corporation, successor by merger to the Cargill Equipment Leasing Corporation as Owner and Lessor, and CSX Transportation, Inc., formerly known as Seaboard Coast Line Railroad Company and successor by merger to The Louisville and Nashville Railroad Company (SBD and L&N), which two railroad companies operate, among other lines of railroad, the line known as "CLINCHFIELD RAILROAD COMPANY", leased from Carolina, Clinchfield and Ohio Railway and Carolina, Clinchfield and Ohio Railway of South Carolina, as Lessee;

## WITNESSETH

WHEREAS, by a Conditional Sale Agreement dated as of December 15, 1975 ("CSA") among NationsBank successor trustee to American Security and Trust Company (as trustee), the Lessee (~~as Builder~~), and the Lessor, the Builder agreed to sell to the Lessor its interest in the railroad equipment described in Schedule A hereto ("Equipment");

WHEREAS, by an Assignment of Lease and Agreement dated as of December 15, 1975 ("Assignment") between the Lessor and NationsBank (as Vendor), the Lessor agreed to assign, transfer and set over to the Vendor all its rights, security title, and interest in and to each unit of Equipment;

WHEREAS, by a Lease of Railroad Equipment dated as of December 15, 1975 ("Lease") between the Lessor and the Lessee, the Lessor leased the equipment to the Lessee subject to the rights of the Vendor under the CSA;

WHEREAS, the CSA was filed and recorded with the Interstate Commerce Commission on February 18, 1976 and assigned Recordation No. 8209;

WHEREAS, the Assignment was filed and recorded with the Interstate Commerce Commission on February 18, 1976 and assigned Recordation No. 8209-C;

WHEREAS, the Lease was filed and recorded with the Interstate Commerce Commission on February 18, 1976 and assigned Recordation No. 8209-B;

WHEREAS, the Lessee wishes to acquire the Equipment presently covered by the CSA, the Assignment and the Lease, and;

WHEREAS, the parties hereto desire to execute this Instrument to evidence for the public record the satisfaction and release of all the rights and obligations of the parties under the CSA, the Assignment and the Lease;

**NOW, THEREFORE,** in consideration of the premises, it is agreed;

The parties hereto do hereby acknowledge and confirm for the public record the satisfaction and release of all rights and obligation of the parties arising under the CSA, the Assignment and the Lease.

The Vendor does hereby release its security interests in the Equipment and transfers to the Lessor its security title and property in and to the Equipment, free of all claims, rights, liens, security interest and other encumbrances created by, or retained under, the CSA and the Assignment.

The Lessor does hereby release its security interests in the Equipment and transfers to the Lessee its security title and property in and to the Equipment, free of all claims, rights, liens, security interests and other encumbrances created by, or retained under, the Lease.

The Lessor does hereby sell and transfer to the Lessee all of its rights, title and interest in and to the equipment listed and described in the CSA and the Lease, to have and to hold the same unto Lessee, its successors and assigns forever,

**WARRANTIES:**

- (1) The Lessor represents and warrants that the Equipment is free and clear of liens and encumbrances arising by, through, or under Lessor.
- (2) The Lessor represents and warrants that it has not executed any Bill of Sale or other instrument which by its express terms purported to transfer title to the Equipment to any other person.

**THE LESSOR IS SELLING THE EQUIPMENT "AS IS" AND "WHERE IS" AND LESSOR MAKES NO WARRANTY OR REPRESENTATION, EXPRESS OR IMPLIED, AS TO DESIGN, VALUE, OPERATION, OR CONDITION OF, OR AS TO THE EQUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT. LESSOR MAKES NO WARRANTY OF MERCHANTABILITY OR FITNESS OF THE EQUIPMENT FOR ANY PARTICULAR PURPOSE OR ANY OTHER WARRANTY OR REPRESENTATION WHATSOEVER, EXCEPT AS IS SPECIFICALLY SET FORTH IN PARAGRAPHS (1) AND (2) ABOVE.**

The Lessee will cause this Instrument to be filed and recorded with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303.

This Instrument may be executed in two or more counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Instrument to be executed as of the date first above written.

NATIONSBANK

As Trustee

By:

Joy S. Childers

(Corporate Seal)

ATTEST:

Debra S. Taylor

Title:

Vice President

CARGILL LEASING CORPORATION

As Lessor

By:

Don L. Johnson

Vice President

(Corporate Seal)

ATTEST:

Anne B. Carlson

Title:

Anne B. Carlson, Assistant Secretary

CSX TRANSPORTATION, INC.

As Lessee

By:

Maurice Fargnoli

Treasurer

(Corporate Seal)

ATTEST:

Pepe A. Nolan  
Corporate Secretary

DISTRICT OF COLUMBIA        )        SS

On this 17th day of August, 1995, before me personally appeared by Childers to me personally known, who, being duly sworn, did say that she is Corporate Trust of NationsBank (successor to American Security and Trust Company), that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Calister Anthony  
Notary Public

CALISTER ANTHONY  
Notary Public, District of Columbia  
My Commission Expires August 14, 1999

My Commission expires: 8/14/99

ACKNOWLEDGEMENT

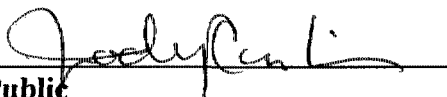
REF: ICC RECORDATIONS: RELEASE  
INSTRUMENT OF SATISFACTION, RELEASE AND BILL OF SALE



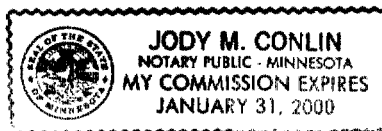
David L. Jacobson  
Vice President, Cargill Leasing Corporation

On this 13th day of June, 1995, before me personally appeared David L. Jacobson, the undersigned, known to me to be the person described in, and who executed the foregoing instrument, and acknowledged that he executed the same on behalf of said corporation and that such execution was its free act and deed.

Witness my hand and seal on this 13th day of June.



Notary Public



STATE OF FLORIDA     )  
                                  )  
COUNTY OF DUVAL     )

On this 13<sup>TH</sup> day of June, 1995, before me personally appeared Maurice Legentz, III, to me personally known, who, being duly sworn, did say that he is Treasurer of CSX Transportation, Inc., that the foregoing instrument as signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Howard Michael Lee  
Notary Public

My commission expires: July 28, 1995

HOWARD MICHAEL LEE  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires July 28, 1995  
Commission No CC131234

ORIG INITIAL	ORIG NUMBER	CAR INITIAL	CAR NUMBER
CRR	57000	CSXT	342709
CRR	57001	CSXT	342710
CRR	57002	CSXT	342711
CRR	57003	CRR	57003
CRR	57004	CSXT	342713
CRR	57005	CSXT	342714
CRR	57006	CSXT	342715
CRR	57007	CSXT	342716
CRR	57008	CSXT	342717
CRR	57009	CRR	57009
CRR	57011	CRR	57011
CRR	57012	CSXT	342721
CRR	57013	CSXT	342722
CRR	57015	CSXT	342723
CRR	57016	CSXT	342724
CRR	57017	CSXT	342725
CRR	57018	CSXT	342726
CRR	57019	CSXT	342727
CRR	57020	CRR	57020
CRR	57021	CSXT	342729
CRR	57022	CSXT	342730
CRR	57023	CSXT	342731
CRR	57024	CSXT	342732
CRR	57025	CSXT	342733
CRR	57026	CSXT	342734
CRR	57027	CSXT	342735
CRR	57028	CSXT	342736
CRR	57029	CSXT	342737
CRR	57030	CSXT	342738
CRR	57031	CSXT	342739
CRR	57032	CSXT	342740
CRR	57033	CSXT	342741
CRR	57034	CSXT	342742
CRR	57035	CSXT	342743
CRR	57036	SBD	342744
CRR	57037	CSXT	342745
CRR	57038	CRR	57038
CRR	57039	CSXT	342747
CRR	57040	CSXT	342748
CRR	57041	CSXT	342749
CRR	57042	CSXT	342750
CRR	57043	CSXT	342751
CRR	57044	CSXT	342752
CRR	57046	CSXT	342754
CRR	57047	CSXT	342755

ORIG INITIAL -----	ORIG NUMBER -----	CAR INITIAL -----	CAR NUMBER -----
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CRR	57050	CSXT	342758
CRR	57051	CRR	57051
CRR	57052	CSXT	342760
CRR	57053	CSXT	342761
CRR	57054	CSXT	342762
CRR	57055	CSXT	342763
CRR	57056	CSXT	342764
CRR	57057	CSXT	342765
CRR	57058	CSXT	342766
CRR	57059	CSXT	342767
CRR	57060	CSXT	342768
CRR	57061	CRR	57061
CRR	57062	CSXT	342770
CRR	57063	CSXT	342771
CRR	57064	CSXT	342772
CRR	57065	CRR	57065
CRR	57066	SBD	342774
CRR	57067	CSXT	342775
CRR	57068	CSXT	342776
CRR	57069	CSXT	342777
CRR	57070	CSXT	342778
CRR	57071	CSXT	342779
CRR	57072	CRR	57072
CRR	57073	CRR	57073
CRR	57074	CSXT	342782
CRR	57075	CSXT	342783
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CRR	57079	CSXT	342787
CRR	57080	CSXT	342788
CRR	57081	CSXT	342789
CRR	57082	CSXT	342790
CRR	57083	CSXT	342791
CRR	57084	CSXT	342792
CRR	57085	CSXT	342793
CRR	57086	CSXT	342794
CRR	57087	CSXT	342795
CRR	57088	CRR	57088
CRR	57089	CSXT	342797
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CRR	57091	CSXT	342799
CRR	57092	CSXT	342800
CRR	57093	CSXT	342801

ORIG INITIAL	ORIG NUMBER	CAR INITIAL	CAR NUMBER
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CRR	57095	CSXT	342803
CRR	57096	CSXT	342804
CRR	57097	CSXT	342805
CRR	57098	CSXT	342806
CRR	57099	CSXT	342807
CRR	57100	CSXT	342808
CRR	57101	CSXT	342809
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CRR	57103	CSXT	342811
CRR	57104	CSXT	342812
CRR	57105	CSXT	342813
CRR	57107	CSXT	342814
CRR	57109	CSXT	342816
CRR	57110	CSXT	342817
CRR	57111	CSXT	342818
CRR	57112	CRR	57112
CRR	57113	CSXT	342820
CRR	57114	CSXT	342821
CRR	57115	CSXT	342822
CRR	57116	CSXT	342823
CRR	57117	CRR	57117
CRR	57118	CSXT	342825
CRR	57119	CRR	57119
CRR	57120	CSXT	342827
CRR	57121	CRR	57121
CRR	57122	CSXT	342829
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CRR	57124	CSXT	342831
CRR	57125	CSXT	342832
CRR	57126	CSXT	342833
CRR	57127	CSXT	342834
CRR	57128	CSXT	342835
CRR	57129	CRR	57129
CRR	57130	CSXT	342837
CRR	57131	CSXT	342838
CRR	57133	CRR	57133
CRR	57143	CSXT	342848

ORIG INITIAL -----	ORIG NUMBER -----	CAR INITIAL -----	CAR NUMBER -----
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CRR	57157	CSXT	342862
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CRR	57160	CRR	57160
CRR	57161	CSXT	342866
CRR	57162	CSXT	342867
CRR	57164	CSXT	342869
CRR	57165	CSXT	342870
CRR	57166	CSXT	342871
CRR	57167	CSXT	342872
CRR	57168	CSXT	342873
CRR	57169	CSXT	342874
CRR	57170	CSXT	342875
CRR	57171	CSXT	342876
CRR	57172	CRR	57172
CRR	57173	CSXT	342878
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CRR	57175	CSXT	342880